



Constitution July 2019

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The NZ Federation of Young Farmers Clubs Incorporated Rules

Constitution

- 1.1 The NZ Federation of Young Farmers Clubs Incorporated (“*Society*”) is incorporated under the Incorporated Societies Act 1908 under number 217255.
- 1.2 The Society was incorporated in March 1934.
- 1.3 These rules (“*Rules*”) were adopted by way of amendment and replacement of the previous rules on 8th July 2018

2.0 Name

- 2.1 The name of the Society shall be *The NZ Federation of Young Farmers Clubs Incorporated*.

3.0 Registered office

- 3.1 The registered office of the Society is 185 Kirk Road, Templeton, Christchurch.

4.0 Objects, purpose and values of the Society

- 4.1 The objects and purposes of the Society are to advance education in the agricultural sector in New Zealand by:
 - a) increasing the profile, skill level and knowledge of people directly or indirectly involved in agriculture in both New Zealand through:
 - (i) education and training;
 - (ii) skills and capability development;
 - (iii) community network and involvement; and
 - (iv) participation and achievement;
 - b) overseeing the carrying on of initiatives including the Young Farmer Contest (“*Contest*”), AgriKids, TeenAg and the Rural Business Network; and
 - c) doing any act or thing incidental or conducive to the attainment of any of the above objects or purposes.
- 4.2 The Society values commitment, enthusiasm, achievement and integrity.
- 4.3 Despite the above objectives:
 - a) the Society shall be limited in furthering or attaining its objectives to the advancement of charitable purposes in New Zealand; and
 - b) the Society is non-sectarian, has no party political affiliation and will not provide any personal pecuniary gain to any Society Member.

5.0 Structure of the Society

- 5.1 The Society comprises of the following parts ("*Divisions*"):
- a) the Society Board, established in accordance with Schedule 1 ("*Board*");
 - b) the National Committee, established in accordance with Schedule 2 ("*National Committee*");
 - c) Regional Committees, established in accordance with Schedule 3 ("*Regional Committees*");
 - d) District Committees, established in accordance with Schedule 4 ("*District Committees*"); and
 - e) New Zealand Young Farmers Clubs, established in accordance with Schedule 5 ("*Clubs*").

6.0 Society Membership

- 6.1 The following persons are "*Society Members*" for the purposes of these Rules:
- a) all members of a Club;
 - b) all Co-opted Members;
 - c) all Life Members;
 - d) all Advisory Members; and
 - e) all Honorary Members.
- 6.2 Society Members must be between 15 and 30 years old, inclusive, subject to clause 6.10 of these Rules and clause 3.1b) of Schedule 1 (except for Life Members, Co-opted Members, Advisory Members and Honorary Members).
- 6.3 Potential Society Members must apply to a Club for membership and this will, subject to clause 6.4, be accepted when their membership fee is received by the Society at its registered office.
- 6.4 Membership may be declined at the absolute discretion of the Board if it is suspected that a potential Society Member has acted in a manner that would be cause for suspension of an existing member under clause 15.0.
- 6.5 Society Members must not be currently suspended or expelled from the Society (refer clause 15.0).
- 6.6 Membership fees shall be recommended by the Board and approved at the annual general meeting of the Society ("*Society AGM*").
- 6.7 A Society Member may transfer from one Club to another and shall be considered a Society Member of the latter for the remainder of the then current calendar year, provided they notify the Society at its registered office.

- 6.8 Employees of the Society can be Society Members but are ineligible to become an office holder (being a chairperson, vice-chairperson, secretary or treasurer) ("*Office Holder*") of any Division.
- 6.9 A Society Member may resign at any time by giving notice in writing to the registered office of the Society. The resigning Society Member will not be entitled to a refund for the unexpired portion of his or her then current membership subscription fee.
- 6.10 Membership of Society Members (except Life Members, Co-opted Members, Advisory Members, Honorary Members and Elected Board Members) shall cease, automatically, at the end of the calendar year of their 31st birthday.

7.0 Co-opted Members

- 7.1 Any person may, after being nominated and seconded by existing Society Members of the relevant Division, be elected by majority vote of the Society Members of that Division as a co-opted member ("*Co-opted Member*") of that Division from year to year and may attend any relevant meeting and shall be entitled to act as if they were a member of that Division.
- 7.2 Co-option provides a means of involving outside organisations or persons directly in the activities of that Division. Prior to co-option, Co-opted Members need not necessarily be a Society Member.
- 7.3 The term of a Co-opted Member shall be one year.
- 7.4 If they are not already a Member of the Society, membership fees for Co-opted Members shall be paid by the Division that elects them.

8.0 Advisory Members

- 8.1 Any person may, after being nominated and seconded by existing Society Members of the relevant Division, be elected by majority vote of the Society Members of that Division as an advisory member ("*Advisory Member*") of that Division from year to year.
- 8.2 Advisory Members are those member or members of the community who can offer advice and direction on the running of a Division and are willing and able to attend meetings to assist the Division Chairperson in the guidance, control and development of activities and to assist the Division in its affairs.
- 8.3 Advisory Members may attend any relevant meeting without being entitled to vote or become an Office Holder.
- 8.4 Membership fees for Advisory Members shall be paid by the Division that elects them.

9.0 Honorary Members

- 9.1 Any person may, after being nominated and seconded by existing Society Members of the relevant Division, be elected by majority vote of the Society Members of that Division as an honorary member ("*Honorary Member*") of that Division from year to year.
- 9.2 Honorary Members may attend any relevant meeting without being entitled to vote or become an Office Holder.
- 9.3 Membership fees for Honorary Members shall be paid by the Division that elects them.

10.0 Life Members

- 10.1 At an annual general meeting ("*AGM*") of any Division, a person who has given distinguished service may, after being nominated and seconded by existing Society Members of that Division, be elected by majority vote as a Life Member.
- 10.2 At a general meeting of any Division a Life Member may speak without being entitled to vote or become an Office Holder.
- 10.3 Membership fees for Life Members shall be paid by the Division that elects them.

11.0 Chief Executive Officer

- 11.1 The Board shall employ a Chief Executive Officer ("*CEO*") who is responsible for the day-to-day operation of the Society.
- 11.2 The CEO shall report to the Board Chairperson and remuneration shall be set by the Board.
- 11.3 The CEO is to be responsible for:
 - a) appointing a secretary for each Board meeting to record the minutes (such secretary to be approved by the Board Chairperson);
 - b) keeping a register of Society Members;
 - c) holding the Society's records, documents and financial accounts;
 - d) receiving and replying to correspondence as required by the Board Chairperson;
 - e) keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
 - f) providing financial information of the Society to the Board as the Board determines;
 - g) preparing annual financial statements for presentation at each Society AGM. These statements shall be prepared in accordance with the Society's accounting policies; and

- h) taking all reasonable measures to ensure that the Society meets legal requirements of all appropriate Government agencies and departments.

12.0 General meetings of the Society

- 12.1 The following persons are entitled to attend a Society AGM or a special general meeting of the Society ("*Society SGM*") (together "*Society General Meetings*"):
 - a) Board Members;
 - b) Society Members; and
 - c) persons invited by the Elected Board Members.
- 12.2 A quorum for a Society General Meeting shall be at least 13 Society Members, including at least three of the Elected Board Members, and should also meet the quorum for a National Committee Meeting.
- 12.3 The following shall apply to Society AGMs:
 - a) the Society AGM shall be held before 31st July each year, alternating between the North and South Islands (unless in the Board's view special circumstances arise); and
 - b) not less than 20 business days' (being days on which banks are open in New Zealand ("*Business Days*")) notice must be given by the Board Chairperson to all Society Members, Elected Board Members and any persons invited by the Elected Board Members, of a Society AGM; and
 - c) the audited annual accounts of the Society must be presented at each Society AGM.
- 12.4 The following shall apply to Society SGMs:
 - a) SGMs must be convened:
 - (i) at the request of the Board; or
 - (ii) at the written request of not less than a number of Society Members equal to 5% of the previous calendar year's total number of Society Members;
 - b) any written request for a Society SGM must include the motion or motions that is or are to be voted on; and
 - c) not less than 20 Business Days' notice must be given by the Board Chairperson to all Society Members, Elected Board Members and any persons invited by the Elected Board Members, of any Society SGM, and the notice must include the motion or motions referred to in subparagraph (b).

- 12.5 Voting at a Society General Meeting shall take place as follows:
- a) two nominated delegates from each Regional Committee shall, together, cast a number of votes on behalf of the Society Members of their Region;
 - b) the nominated delegates must use their best endeavours to determine the overall representative view of their Region, prior to casting votes;
 - c) the number of votes referred to in subclause a) shall be a number equivalent to the total number of Society Members in the relevant Region five working days prior to the Society General Meeting; and
 - d) A Region may, but is not obliged to, cast some of its votes for and some against a resolution.
- 12.6 Proxy voting is allowed when there is a written apology. A Society Member may vote by proxy duly appointed in writing in the form following, or similar:

I, of, being a Member of The NZ Federation of Young Farmers Clubs Incorporated, hereby appoint of or failing him or her of as my proxy to vote for me at the Special / Annual General Meeting to be held on the day of 20[00], and any adjournment thereof.

Signature Date

Witness' Name:

Witness' signature.....

Address of Witness:.....

Occupation of Witness:.....

The instrument containing or appointing the proxy shall be lodged with the Secretary of the Society not less than two Business Days before the person named in such instrument as such proxy purports to vote in respect of it.

For voting at Society General Meetings, this provision applies to allow only a Regional delegate nominated under clause 12.5 to cast a proxy vote.

13.0 General meetings of a Division

- 13.1 All Society Members of a Division are entitled to attend meetings of that Division.
- 13.2 Unless otherwise stated in these Rules, at any general meeting or committee meeting of a Division, all decisions should, if possible, be made by consensus. A resolution put to the vote shall be decided by the Society Members of that Division by majority by the voices or a show of hands and a declaration by the chairperson of the relevant Division that a resolution has been carried shall be conclusive evidence of the fact, without proof of the number of votes recorded in

favour or against the resolution. Should a vote be equal, the chairperson of the relevant division shall have the casting vote.

14.0 Auditors and reviewers

- 14.1 An auditor (“*Auditor*”) must be appointed each year at the Society AGM to audit the annual financial statements of the Society.
- 14.2 The auditor shall report on whether the Society’s financial statements are prepared in all material respects in accordance with the Society’s accounting policies.
- 14.3 An Auditor must not be a Society Member or an employee of the Society.
- 14.4 If an Auditor is unable to act for some reason, the Society shall appoint another Auditor as a replacement.
- 14.5 The financial year of the Society shall be from 1 October each year until 30 September the next year.
- 14.6 A suitably qualified person (“*Reviewer*”) must be appointed each year by each Regional and District Committee and Club to review the draft financial statements of the relevant Division, including the Division’s balance sheet.
- 14.7 The Reviewer shall conduct an examination with the objective of providing a report that states that the Reviewer believes, on reasonable grounds, that the financial statements of the relevant Division has been presented in accordance with the Society’s accounting policies. The review must be undertaken prior to the relevant Division’s AGM. A report must be provided to the relevant Division at their AGM.
- 14.8 A Reviewer must not be a member of the Division that it is reviewing or an employee of the Society.
- 14.9 If a Reviewer is unable to act for some reason, the relevant Division shall appoint another Reviewer as a replacement.
- 14.10 The financial year of other Divisions of the Society shall be determined by each Division.

15.0 Suspension or expulsion of Society Members

- 15.1 Any Society Member who is alleged by any other Society Member to have:
 - a) wilfully infringed any Rule or By-law of the Society or By-law of a Club, District or Region; or
 - b) engaged in conduct deemed unworthy of a Society Member or detrimental to the Society, or which might lower the esteem or regard in which the Society is held,

may be called to a hearing before the Board at a date, time and place as nominated by the Board after conferring with the Member, to answer those allegations.

- 15.2 The Society Member concerned shall receive a copy five Business Days prior to the meeting of all evidence in relation to the matter that is held by, or lodged with, the Board.
- 15.3 After considering all of the written and verbal evidence tendered at the hearing, the Board shall decide whether the allegations held against the Society Member shall be upheld. The decision and reasons forthwith shall be communicated to the Society Member and the relevant Club, District and Region. The Board's decision shall be final and binding.
- 15.4 If the Board upholds the allegations, it may impose, at its discretion, a fitting punishment which may be suspension or expulsion from the Society. If the allegation is not upheld, then the Society Member shall be acquitted.
- 15.5 If a Society Member is suspended or expelled, he or she shall not, however, be released from any antecedent liability to the Society.
- 15.6 If the membership of any Society Member shall remain unpaid three calendar months after it has come due, the Society Member may be barred by the Board from being an Office Holder or taking part in any activity of the Society and the Board may resolve that such person shall cease to be a Society Member.

16.0 Power to request donations or bequests

- 16.1 The Society, or any Division, may invite donations or bequests to be made to the Society or any Division.

17.0 Use of money and other assets

- 17.1 All monies received by or on behalf of the Society, including donations or bequests (unless specifically made to a Division) shall be paid into a bank account nominated by the Board.
- 17.2 The Board shall have control of the funds of the society. All use of money and other assets on behalf of the Society shall be approved as directed by the Board.
- 17.3 The Board may deposit or invest any part or the whole of the general funds of the Society as it may, at its absolute discretion, consider fit.
- 17.4 The Board may permit such persons as it considers fit to make payments on its behalf and may set such conditions or rules as it may deem necessary from time to time.
- 17.5 No Division of the Society shall operate in a manner that places it under financial obligations that are unable to be met by that Division's existing resources. If any Society Member of the said Division becomes aware that such circumstances have arisen, that Society Member shall immediately notify the registered office of the Society.

17.6 A Division may operate or continue to operate under the circumstances referred to in 17.5 only with the written approval of the CEO.

18.0 Power to borrow money and give guarantees

18.1 The Society shall have the ability to borrow money on such terms as the Board may consider fit.

18.2 The Society shall have the ability to enter into guarantees which the Board considers to be in the best interests of the Society or any Division, on such terms as the Board may consider appropriate.

19.0 Ability to enter into contracts

19.1 The Society shall have the ability to enter into contracts on such terms as the Board may consider fit.

20.0 Minutes

20.1 Proper minutes shall be kept by the secretary of the Board in the case of Society General Meetings, and by the secretary of the relevant Division in the case of all general meetings of each Division. All such minutes shall be open to inspection by Society Members unless they contain information of a confidential or commercially sensitive nature.

21.0 Common Seal

21.1 The common seal of the Society shall be kept in the custody of the CEO of the Society. It shall not be affixed to any instrument except by the express authority of the Board and only to such documents that are signed by both the Board Chairperson and the CEO.

22.0 Winding Up

22.1 The Society can be wound up if:

- a) a resolution to appoint a liquidator is passed by majority vote at a Society General Meeting; and
- b) the resolution is confirmed by majority vote at a subsequent Society General Meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed

22.2 In the event of the winding up of the Society:

- a) the Society's debts, costs and liabilities shall be paid; and
- b) the surplus money and other assets of the Society shall be distributed to any other body or organisation having the same or similar charitable objectives as those of the Society or to such charitable purposes as shall be decided by the members at the time.

- 22.3 A Division of the Society may be wound up if a resolution is passed by a 75% majority vote of those voting at a general meeting of that Division. Where it is not possible to get a quorum, a Division may be wound up at the discretion of the Board.
- 22.4 In the event of the winding up of a Club or District, all documents and funds, together with a reviewed statement of the financial position of the Club or District shall be forwarded by that Division's Treasurer to the Regional Committee for the area in which the Club or District is situated.
- 22.5 Clubs or Districts may resolve by majority vote at a general meeting of that Division to go into recess instead of being wound up. In the event of Club or District going into recess, all documents and funds, together with a reviewed statement of the financial position of the Club or District shall be forwarded by that Division's Treasurer to the Regional Committee for the area in which the Club or District is situated. These shall be held in trust by the Regional Committee for a period of five years or until such time as the Club or District is revived or wound up. After the expiry of five years, the funds may be transferred to the working account of the Region to which the Club or District (as the case may be) belonged.
- 22.6 In the event of the winding up of a Region, all documents and funds, together with a reviewed statement of the financial position of the Region shall be forwarded to the registered office of the Society.

23.0 By-laws

- 23.1 The Board may, from time to time, develop and amend by-laws, including Codes of Conduct, for the guidance of the Society or any one or more Division ("*Society By-laws*"), provided that the Society By-laws are not inconsistent with these Rules. Should they be inconsistent, these Rules will be binding.
- 23.2 The Society By-laws shall be binding upon the relevant Divisions concerned from the time they are issued, but shall be subject to ratification by Society Members at the National Committee Meeting first held after the date the Society By-laws are issued.
- 23.3 The following Divisions may, from time to time, develop and amend by-laws:
- a) the National Committee, for the guidance of the National Committee, Regions, Districts and Clubs ("*National Committee By-laws*");
 - b) the Regional Committees, for the guidance of the Region and Districts and Clubs within that Region ("*Regional Committee By-laws*");
 - c) the District Committees for the guidance of the District and Clubs within that District ("*District Committee By-laws*"); and
 - d) the Clubs for the guidance of the Club ("*Club By-laws*").

- 23.4 The National Committee By-laws, Regional Committee By-laws, District Committee By-laws and Club By-laws shall be binding upon the relevant Divisions concerned from the time they are implemented, provided that they are not inconsistent with these Rules. Should they be inconsistent, these Rules will be binding.
- 23.5 By-laws must not be inconsistent with by-laws further up in the hierarchy. Should they be inconsistent, the by-law further up in the hierarchy will be binding.
- 23.6 The hierarchy of the by-laws, from highest to lowest, for the purposes of clause 23.5 is as follows:
- a) Society By-laws;
 - b) National Committee By-laws;
 - c) Regional Committee By-laws;
 - d) District Committee By-laws; and
 - e) Club By-laws.
- 23.7 Every decision of the Board on the interpretation of any by-law and of any matter which may arise and is not covered by any by-law or is in the opinion of the Board not covered, shall be final and binding.

24.0 The Rules

- 24.1 The Rules, including the Schedules to the Rules, may be amended in accordance with the following:
- a) the Rules may only be amended at a Society General Meeting;
 - b) except in the case of a Society SGM, any proposed amendment to the Rules must first be tabled at a National Committee Meeting ;
 - c) votes must be cast by secret ballot in accordance with clause 0; and
 - d) a 75% majority of votes cast in accordance with clause 0 is required for changes to the Rules to be carried.
- 24.2 No amendment to the Rules shall change the exclusive charitable nature of the Society.
- 24.3 No amendment to the Rules shall take effect until they are registered in the manner provided in the Incorporated Societies Act 1908.
- 24.4 Every decision of the Board on the interpretation of these Rules and of any matter which may arise and is not covered by these Rules or is in the opinion of the Board not covered, shall be final and binding.

25.0 Indemnity and insurance

25.1 The Society indemnifies and keeps indemnified the following:

- a) the CEO;
- b) all members of the Board;
- c) all members of the National Committee; and
- d) all members of the Management Committee of the Contest (*“Contest Management Committee”*).

in respect of all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their wilful default.

25.2 No officer or employee of the Society shall be liable for the acts or defaults of any other officer or employee of the Society or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.

25.3 The Society shall hold current professional indemnity insurance and directors’ and officers’ insurance and any other form of insurance, for its officers and employees, and to cover the Society’s activities, which the Board may from time to time consider appropriate.

26.0 Young Farmer Contest

26.1 The Society desires to hold a Contest in each calendar year.

26.2 The management of the Contest is delegated by the Board to the Contest Management Committee.

Schedule 1 - Board

1.0 Purpose of the Board

1.1 The management of the Society is vested in the Board.

1.2 The role of the Board is to:

- a) provide a focal point for the Society to develop a united direction, goals, objectives and policies on matters of interest to the Society;
- b) seek implementation of direction, goals, objectives and policies through influencing the relevant decision makers;
- c) ensure that the Society provides learning opportunities for Society Members;
- d) communicate issues affecting Society Members to those members;
- e) provide and co-ordinate the resources to enable the Society to function;
- f) present and promote a unified image of the Society within the Society and to the public; and
- g) ensure that suitably informed Board Members are elected as Office Holders.

2.0 Structure of the Board

2.1 The Board shall be comprised of the following:

- a) four representatives, as elected by the Society Members in accordance with these Rules (*"Elected Board Members"*); and
- b) one representative of the Contest Management Committee, appointed in accordance with paragraph 4 (*"Contest Representative"*); and
- c) a maximum of three Co-opted Members, appointed in accordance with paragraph 5 (*"Board Co-opted Members"*) provided that there is always a majority of Elected Board Members over Board Co-opted Members; and
- d) a maximum of two independent directors, appointed in accordance with paragraph 6.0 (*"Board Independent Directors"*).

(together *"Board Members"*).

3.0 Elected Board Members

- 3.1 At the time of election an Elected Board Member must be:
- a) a constitutional member of a Club;
 - b) however if they cease to be a member due to age, the Elected Board Member can continue in the current role until the end of their term.
- 3.2 The term of an Elected Board Member is three years from AGM to AGM.
- 3.3 The terms are staggered with either two or one Elected Board Members elected at each Society AGM, and is determined by the number of Elected Board Members who have ended their three year term at that Society AGM
- 3.4 The process by which a Society Member may become an Elected Board Member is as follows:
- a) existing Society Members must nominate and second candidate(s) for a position as an Elected Board Member;
 - b) subject to paragraph 3.5, an Elected Board Member may only be elected at a Society AGM;
 - c) three months prior to a Society AGM, the Board Chairperson must call for nominations for the Elected Board Members;
 - d) nominations will be accepted up to six weeks prior to the Society AGM;
 - e) nominations will be announced by the Board four weeks prior to the Society AGM;
 - f) voting shall be carried out by secret ballot in accordance with clause 12.5 of the Rules;
 - g) the successful candidate(s) shall be the person(s) with the highest number of votes; and
 - h) should there be a tie, the Board Chairperson may call for a second ballot of those in attendance, between those who are tied. Should there be a further tie, the result will be decided by the toss of a coin.
- 3.5 Should an Elected Board Member not complete their term, for any reason, at the discretion of the Board:
- a) the National Committee may make an appointment for the remainder of the original term; or
 - b) a replacement Elected Board Member may be elected at a Society General Meeting for the remainder of the original term.

4.0 Contest Representative

- 4.1 The Contest Representative must be a member of the Contest Management Committee who has been recommended by that Committee.
- 4.2 The term of the Contest Representative will be one year from the date of recommendation.
- 4.3 The Contest Committee must make their recommendation for the Contest Representative by not later than the date falling one month after the Society AGM and, in any case, before the first Board meeting following the Society AGM.

5.0 Board Co-opted Members

- 5.1 Despite clause 7.0 of the Rules, an Elected Board Member may nominate, and a second Elected Board Member may second, and then the Board may, by majority vote, appoint a maximum of three Board Co-opted Members.
- 5.2 A Board Co-opted Member may be a Society Member or an employee of the Society.
- 5.3 The term of a Board Co-opted Member will be one year from the time of appointment, or as otherwise determined by the Elected Board Members.

6.0 Board Independent Directors

- 6.1 An Elected Board Member may nominate, and a second Elected Board Member may second, and then the Board may, by majority vote, appoint a maximum of two Board Independent Directors.
- 6.2 A Board Independent Director must not be a Society Member or an employee of the Society.
- 6.3 The term of a Board Independent Director will be determined by the Board.
- 6.4 The Board shall have the discretion to pay Board Independent Directors a fee. The fee must be ratified at each Society AGM.

7.0 Retirement of Independent Directors and Board Co-opted Members

- 7.1 The Elected Board Members shall stagger the terms of the Independent Directors and Board Co-opted Members to ensure that there is continuity.
- 7.2 The Elected Board Members shall decide amongst themselves, by majority vote, which Board Independent Directors and which Board Co-opted Members shall retire each year. If it cannot be agreed, then the Board shall determine this by lot.

8.0 Chairperson and Vice Chairperson

- 8.1 The Board shall elect, from the Elected Board Members, a chairperson ("*Board Chairperson*") and vice-chairperson ("*Board Vice-Chairperson*") for the year to follow the Society AGM. Such election must take place as soon as practicable after the Society AGM.
- 8.2 No person shall hold the position of Board Chairperson for more than three years.

- 8.3 The Board Chairperson is responsible for:
- a) ensuring that the Rules of the Society are followed by the Board and the members of the Society;
 - b) convening meetings of the Board and ensuring that a quorum is present;
 - c) overseeing the operation of the Society Board and the Society;
 - d) chairing meetings in accordance with best practice; and
 - e) providing a report on the operation of the Society at the Society AGM.

If the Board Chairperson is not present within 15 minutes of the commencement of the relevant meeting, the Board Vice Chairperson is responsible for the above activities.

9.0 Conduct of Board meetings

- 9.1 A quorum of the Board shall be five members, including no less than three Elected Board Members.
- 9.2 Meetings of the Board shall be convened on the request of the Chairperson, on the authority of a previous Board meeting or on the written request of at least three of its members. If the Board is meeting in person, the minimum notice shall be 14 days. If the Board meeting is not to be held in person (for example by conference call), the minimum notice of meetings shall be one day.
- 9.3 The Chairperson shall have a casting vote in the event of a deadlock.

10.0 Honoraria and expenses

- 10.1 Elected Board Members shall receive such honoraria as may be recommended by the Board and approved by a majority vote at a Society General Meeting.
- 10.2 Board Members shall be entitled to be reimbursed by the Society for any reasonable actual expenses incurred by them in undertaking business on behalf of the Society as approved by the Board in accordance with the Society policy on reimbursements.

11.0 Appointment to other bodies

- 11.1 The Board may appoint representatives of the Society to other bodies (at the invitation of such bodies).

12.0 Removal of Board Members

- 12.1 Board Members may remove any other Board Member with a 75% majority vote of Board Members voting at a Board Meeting. Such members to be replaced at the discretion of the Board.

13.0 Charter

- 13.1 The Board shall have a charter which shall outline the expected conduct and operation of the Board. The charter must not contravene these Rules. If it does, these Rules shall be binding.

Schedule 2 – National Committee

1.0 Purpose of the National Committee

- 1.1 The role of the National Committee is to provide a forum for communication between the Board and the Regions, by enhancing liaison through the various Regional Committees.
- 1.2 The duty of the National Committee is to pursue the objects and purposes of the Society by providing a forum:
 - a) to formulate each Region’s direction, goals, objectives and policy changes based on the Society’s direction, goals, objectives and policies;
 - b) for input into the Society’s direction, goals, objectives and policies; and
 - c) to evaluate each Region’s progress toward achieving their objectives and policy changes.

2.0 Structure of the National Committee

- 2.1 The National Committee shall be comprised of the following:
 - a) the four Elected Board Members;
 - b) One regional delegate (“Regional Delegate”) elected from each Regional Committee
 - c) The Regional Chairperson from each region
 - d) any number of Co-opted Members

(“National Committee Members”).

2.2 The Regional Delegate shall be elected by their Regional Committee, and shall hold their position for not less than two years and not more than four years.

3.0 Chairperson and Vice Chairperson

- 3.1 The National Committee shall elect, from the Elected Board Members, a chairperson (“National Committee Chairperson”) and, from the Regional Delegates, a vice-chairperson (“National Committee Vice-Chairperson”) for the year to follow the immediately preceding Society AGM. Such election must take place at the first National Committee meeting after the Society AGM. No person shall hold the position of National Committee Chairperson for more than two years.
- 3.2 The National Committee Chairperson is responsible for:
 - (a) ensuring that the Rules are followed by the National Committee;
 - (b) convening meetings of the National Committee and ensuring that a quorum is present;

- (c) overseeing the operation of the National Committee; and
- (d) Chairing meetings in accordance with best practice.

3.4 The National Committee Vice-Chairperson shall be eligible for an associate directorship role on the Board, at the discretion of the Board Chairperson, for a period of 12 months or for the duration of their role as National Committee Vice-Chairperson, whichever is longer

If the National Committee Chairperson is not present within 15 minutes of the commencement of the relevant meeting, the National Committee Vice Chairperson is responsible for the above activities.

4.0 Conduct of National Committee meetings

- 4.1 The National Committee must meet at least twice annually.
- 4.2 The National Committee must meet not more than one month after the first meeting of the Board following the Annual General Meeting.
- 4.3 Meetings of the National Committee shall be convened on the request of the Board, on the authority of a previous meeting of the National Committee or on the written request of not fewer than nine National Committee Members. At least 14 days' notice shall be given to National Committee Members of a National Committee meeting.
- 4.4 A quorum for a meeting of the National Committee shall be ten National Committee Members including no less than five Regional Delegates and two Elected Board Members.
- 4.5 The National Committee Chairperson shall have a casting vote in the event of a deadlock.
- 4.6 Voting at National Committee meetings will be based on a system of one person, one vote.
- 4.7 Outcomes from each National Committee meeting are expected to be communicated to all members in each Region in a timely manner, and the responsibility of this will be with each Regional Delegate.
- 4.8 All reports for National Committee meetings are expected to be typed and submitted to the registered office of the Society two weeks prior to the meeting.
- 4.9 Each Region is expected to complete one report for each National Committee meeting, which will include reporting progress against the Region's strategic plan, membership trends, recent achievements, and areas of concern. This will be the responsibility of each Regional Delegate

5.0 National Committee Secretary

5.1 The secretary of the National Committee ("*National Committee Secretary*") shall be the CEO or their delegate. The duties of the National Committee Secretary shall be to attend to the notices of meetings, minutes and correspondence of the National Committee and to forward to the registered office of the Society such forms, records, reports as required. The National Committee Secretary shall safely preserve the National Committee records and documents and generally carry out the various duties commonly pertaining to the office.

6.0 Honoraria and expenses

6.1 National Committee Members shall be entitled to be reimbursed by the National Committee for any reasonable actual expenses incurred by them in undertaking business on behalf of the National Committee as approved by the National Committee in accordance with the Society policy on reimbursements.

Schedule 3 – Regions

1.0 Purpose of the Regions

- 1.1 The role of the Regions and the Regional Committees is to provide a forum for communication between the National Committee and the Districts and Clubs within those Regions.
- 1.1 The duty of a Region is to pursue the objects and purposes of the Society by:
- a) organising Regional activities to meet the needs of local members;
 - b) identifying and developing an understanding of the needs of members in a Region;
 - c) supporting the Society in actioning policies and objectives at a Regional level;
 - d) maintaining a high public profile for the Society in a Region;
 - e) interacting with regional government bodies and organisations to ensure a rural youth voice is heard and acted upon;
 - f) providing skills development and training opportunities for potential rural and Society leaders; and
 - g) ensuring suitably informed committee members are elected as Office Holders.

2.0 Regions

- 2.1 There shall be areas designated as “*Regions*” and for the purposes of the Society shall comprise areas within a specific geographic boundary.
- 2.2 The boundaries of Regions may be changed by mutual agreement of the Regional Committees concerned and with the approval of the National Committee. Changes will not take effect until the registered office of the Society is notified of the change.
- 2.3 Society Members are members of a Region by virtue of being a Society Member of a District or Club within that Region.
- 2.4 A Regional Committee shall oversee the operation of its Region, adhere to these Rules follow directives from the National Committee (as long as such directives are not inconsistent with these Rules) and follow the Society By-laws and directives and By-laws from the National Committee.

3.0 Structure of a Regional Committee

- 3.1 There shall be a Regional Committee in each Region.
- 3.2 The Regional Committee shall be comprised of the following:
- a) a chairperson (“*Regional Chairperson*”);
 - b) an immediate past Regional Chairperson;
 - c) two vice chair people;

- d) a secretary ("*Regional Secretary*");
 - e) a treasurer ("*Regional Treasurer*"); and
 - f) any other persons as the Regional Committee may desire to have sit on the Committee, including:
 - (i) a number of delegates from each Club and /or District within the Region; and
 - (ii) any number of Co-opted Members
- ("*Regional Committee Members*").

4.0 Regional Committee Members

- 4.1 Apart from the Regional Secretary and Regional Treasurer and Co-opted Members, a Regional Committee Member must be a Society Member of a Club or District within the relevant Region.
- 4.2 The term of a Regional Committee Member shall be from the date of their election up to and including the date of the immediately following annual general meeting of the Region ("*Regional AGM*").
- 4.3 The process by which a Society Member may become a Regional Committee Member is as follows:
 - a) the Chairperson shall call for nominations for officers at the last Regional Committee Meeting before the Regional AGM;
 - b) nominations will be accepted up to, and including on, the day of the Regional AGM when nominations will be announced;
 - c) each candidate must be nominated and seconded by existing Society Members who are also Society Members of the relevant Region;
 - d) voting shall be by secret ballot;
 - e) each Society Member shall be entitled to vote for Office Holders by proxy or in person in the relevant Region of which they are an Society Member;
 - f) the successful candidate(s) shall be the person(s) with the highest number of votes; and
 - g) should there be a tie, the Regional Chairperson may call for a second ballot of those in attendance, between those who are tied. Should there be a further tie, the result will be decided by the toss of a coin.
 - h) Proxy voting is allowed when there is a written apology. The proxy should follow the form similar to Clause 12.6.
- 4.4 Not before the election of Regional Committee Members, but at the same Regional AGM, a regional executive committee ("*Regional Executive Committee*") and delegates to the National Committee shall be elected.

Substitutes may be appointed for these delegates provided that the substitutes are also members of the relevant Region.

- 4.5 Should a Regional Committee Member not complete their term, for any reason, the Society Members within that Region may elect a replacement for the duration of the original term.

5.0 Conduct of Regional Committee meetings

- 5.1 Regional Committees must meet at least quarterly and must hold a Regional AGM before 31 May each year.

- 5.2 Meetings of the Regional Committee shall be convened:

- a) by the Regional Secretary on the authority of a previous meeting; or
- b) by the Regional Chairperson; or
- c) on the written request of the lesser of:
 - (i) all Clubs in the Region; or
 - (ii) five District Committees or Clubs in the Region.

- 5.3 A quorum of a Regional Committee shall be five members.

- 5.4 The Regional Chairperson shall have a casting vote in the event of a deadlock.

6.0 Regional Executive Committee

- 6.1 A Regional Executive Committee shall consist of:

- a) the Regional Chairperson;
- b) the Regional Secretary ex officio; and
- c) not more than four members of the Regional Committee.

The Regional Executive Committee shall meet when convened by the Regional Chairperson or on the written request of three of the members of the Regional Executive Committee.

7.0 Chairperson

- 7.1 The duties of the Regional Chairperson shall be to conduct all meetings of the Region, except in their absence when meeting(s) may be conducted by a vice chairperson (if any) or by a Regional Chairperson elected for that meeting.

8.0 Regional Secretary

- 8.1 The duties of the Regional Secretary shall be to attend to the notices of meetings, minutes and correspondence of the Region and to forward to the registered office of the Society such forms, records, reports as required. The Regional Secretary shall safely preserve the Regional records and documents and generally carry out the various duties commonly pertaining to the office.

9.0 Regional Treasurer

- 9.1 The duties of the Regional Treasurer shall be to receive all monies, to make all payments for the Region, to prepare financial statements that include a Profit and

Loss and a Balance Sheet for review and to present at the Regional AGM. The reviewed financial statements, accompanied by the reviewed financial statements of each Club and District within the Region, must be forwarded to the Secretary of the National Committee no later than 20 Business Days following the Regional AGM.

10.0 Honoraria and expenses

10.1 Regional Committee Members shall:

- a) receive such honoraria as may be set by a majority vote at a Regional AGM; and
- b) be entitled to be reimbursed by the Region for any reasonable actual expenses incurred by them in undertaking business on behalf of the Region as approved by the Regional Committee in accordance with the Region's policy on reimbursements.

Schedule 4 – Districts

1.0 Purpose of Districts

- 1.1 The role of the Districts and the District Committees is to provide a forum for communication between the Regional Committees and the Clubs within those Districts.
- 1.2 The duty of a District is to pursue the objects and purposes of the Society by:
 - a) organising District activities to meet the needs of local members;
 - b) representing Clubs to Regions;
 - c) providing skills development and training opportunities for potential rural and Society leaders;
 - d) identifying local issues and action requirements; and
 - e) ensuring suitably informed committee members are elected as Office Holders.

2.0 Districts

- 2.1 Each Region can choose to have regions designated as “*Districts / Zones*” within the Region which for the purposes of the Society shall comprise areas with a common geographic area.
- 2.2 The boundaries of a District or Districts may be changed by the mutual agreement of all of the District Committees concerned, and with the approval of the appropriate Regional Committee. Changes will not take effect until the registered office of the Society is notified.
- 2.3 Society Members are members of a District by virtue of being a Society Member of a Club within that District.
- 2.4 A District Committee shall oversee the operation of the District, shall adhere to these Rules, follow directives from the Regional Committee (as long as such directives are not inconsistent with these Rules) and follow the By-laws from the Society, the National Committee and the relevant Regional Committee.

3.0 Structure of a District Committee

- 3.1 There shall be a District Committee in each District.
- 3.2 The District Committee shall be comprised of the following:
 - a) a chairperson (“*District Chairperson*”);
 - b) an immediate past District Chairperson;
 - c) a District vice chairperson (“*District Vice Chairperson*”);
 - d) a secretary (“*District Secretary*”);
 - e) a treasurer (“*District Treasurer*”); and
 - f) such other officers as the District Committee may desire to have sit on the District Committee, including:
 - (i) a number of delegates from each Club within the Region; and
 - (ii) any number of Co-opted Members

(*“District Committee Member”*).

4.0 District Committee Members

- 4.1 Apart from Co-opted Members, District Committee members must be a Society Member of a Club within the relevant District.
- 4.2 The term of a District Committee Member shall be from the date of their election up to and including the date of the immediately following annual general meeting of the District (*“District AGM”*).
- 4.3 The process by which a Society Member may become a District Committee Member is as follows:
- a) the District Chairperson shall call for nominations for officers at the last District Committee Meeting before the District AGM;
 - b) nominations will be accepted up to, and including on, the day of the District AGM when the nominations will be announced;
 - c) each candidate must be nominated and seconded by existing Society Members who are also Society Members of the relevant District;
 - d) voting shall be by secret ballot;
 - e) each Society Member shall be entitled to vote for Office Holders by proxy or in person in the relevant District of which they are an Society Member; the successful candidate(s) shall be the person(s) with the highest number of votes; and
 - f) should there be a tie, the District Chairperson may call for a second ballot of those in attendance, between those who are tied. Should there be a further tie, the result will be decided by the toss of a coin.
 - g) Proxy voting is allowed when there is a written apology. The proxy should follow the form similar to Clause 12.6.
- 4.4 Not before the election of the District Committee Members, but at the same District AGM, a district executive committee (*“District Executive Committee”*) and delegates to the relevant Regional Committee shall be elected. Substitutes may be appointed for these delegates provided that the substitutes are also members of the relevant District.
- 4.5 Should a District Committee Member not complete their term, for any reason, the Members of the Society within that District may elect a replacement for the duration of the original term.

5.0 Conduct of District meetings

- 5.1 District Committees must meet at least once a calendar year and must hold a District AGM before 30th April each year.
- 5.2 A quorum of a District Committee shall be five members.
- 5.3 Meetings of a District Committee shall be convened by:
- a) the District Secretary on the authority of a previous meeting; or

- b) the District Chairperson or on the written request of the lesser of:
 - (i) all Clubs; or
 - (ii) three Clubs.

5.4 The District Chairperson shall have a casting vote in the event of a deadlock.

6.0 District Executive Committees

6.1 A District Executive Committee shall consist of:

- a) the District Chairperson;
- b) the District Secretary ex officio; and
- c) not more than four members of the District Committee.

6.2 The Executive Committee shall meet when convened by the District Chairperson or on the written request of three of the members of the District Committee.

7.0 District Chairperson

7.1 The duties of the District Chairperson shall be to conduct all meetings of the District, except in their absence when meeting(s) may be conducted by a District Vice Chairperson (if any) or by a District Chairperson elected for that meeting.

8.0 District Secretary

8.1 The duties of the District Secretary shall be to attend to the notices of meetings, minutes and correspondence of the District and to forward to Head Office such forms, records, reports as required. The Secretary shall safely preserve the District records and documents and generally carry out the various duties commonly pertaining to the office.

9.0 District Treasurer

9.1 The duties of the District Treasurer shall be to receive all monies, to make all payments for the District, to prepare financial statements that include a Profit and Loss and a Balance Sheet for review and to present at the District AGM. The reviewed financial statements, must be forwarded to the Regional Treasurer, accompanied by the reviewed financial statements of each Club within the District, no later than 20 Business Days following the District AGM and before the Regional AGM.

10.0 Honoraria and expenses

10.1 District Committee Members shall:

- a) receive such honoraria as may be set by a majority vote at a District AGM; and
- b) be entitled to be reimbursed by the District for any reasonable actual expenses incurred by them in undertaking business on behalf of the District as approved by the District Committee in accordance with the District's policy on reimbursements.

Schedule 5 – Clubs

1.0 Purpose of Clubs

- 1.1 The duty of a Club is to pursue the objects and purposes of the Society by:
- a) organising activities to meet the needs of Club Members;
 - b) recruiting and retaining members;
 - c) representing Club Members and acting as a communication link between Club Members and the relevant District and Region;
 - d) providing skills, development and training opportunities for potential rural and Society leaders;
 - e) acting as a communication link between members and the local community; and
 - f) ensuring suitably informed committee members are elected as Office Holders.

2.0 Clubs

- 2.1 Every Society Member shall be a member of one Club.
- 2.2 A Society Member shall have full membership rights in only one Club.
- 2.3 A Club must adhere to the Rules and follow directives from the relevant Regional and District Committees (as long as such directives are not inconsistent with these Rules) and follow the By-laws from the Society, the National Committee and the relevant Regional Committee and District Committee.

3.0 Structure of a Club

- 3.1 Each Club shall consist of no fewer than five Society Members. It is recommended that 10 Society Members be available before a Club is formed.
- 3.2 Each of the following must be elected to a Club committee ("*Club Committee*") at the first or second meeting of the Club and thereafter at each annual general meeting of the Club ("*Club AGM*"):
 - a) a chairperson ("*Club Chairperson*");
 - b) a vice chairperson;
 - c) a secretary ("*Club Secretary*");
 - d) a treasurer ("*Club Treasurer*"); and
 - e) other such persons as the Club may think appropriate ("*Club Committee Member*").
- 3.3 The process by which a Society Member may become a Club Committee Member is as follows:
 - a) in the case of an existing Club, the Club Chairperson must call for nominations for officers at the last Club meeting before the Club AGM.

In the case of a new Club, the registered office of the Society must call for nominations for officers 10 business days prior to the first Club AGM;

- b) nominations will be accepted up to, and including on, the day of the Club AGM;
 - c) each candidate must be nominated and seconded by existing Society Members who are also Society Members of the relevant Club;
 - d) voting shall be by secret ballot;
 - e) each Society Member shall be entitled to vote for Office Holders by proxy or in person in the relevant Club of which they are an Society Member;
 - f) the successful candidate(s) shall be the person(s) with the highest number of votes; and
 - g) should there be a tie, the Chairperson may call for a second ballot of those in attendance, between those who are tied. Should there be a further tie; the result will be decided by the toss of a coin.
- 3.4 Not before the election of the Club Committee Members, but at the same Club AGM, a club executive committee ("*Club Executive Committee*") and delegates to the relevant District Committee shall be elected. Substitutes may be appointed for these delegates provided that the substitutes are also members of the Club.
- 3.5 Should a Club Committee Member not complete their term, for any reason, the Society Members within that Club may elect, by majority vote, a replacement for the duration of the original term.
- 3.6 Clubs may elect Advisory Members as required.

4.0 Conduct of Club meetings

- 4.1 The Society recommends that a Club meets monthly.
- 4.2 The quorum of a Club meeting shall be five Club Members.
- 4.3 The Club AGM must be held before 31st December each year.
- 4.4 The Club Chairperson shall have a casting vote in the event of a deadlock.

5.0 Club Executive Committees

- 5.1 A Club Executive Committee shall consist of:
 - a) the Club Chairperson;
 - b) the Club Secretary ex officio; and
 - c) not more than four members of the Club Committee.
- 5.2 The Executive Committee shall meet when convened by the Club Chairperson or on the written request of three of the members of the Club Committee.

6.0 Club Chairperson

6.1 The duties of the Club Chairperson shall be to conduct all meetings of the Club, except in their absence when meeting(s) may be conducted by a vice chairperson (if any) or by a Club Chairperson elected for that meeting.

7.0 Club Secretary

7.1 The duties of the Club Secretary shall be to keep a roll of all members of the Club, to notify the registered office of the Society of the election and resignation of Society Members, to attend to the notices of meetings, minutes and correspondence of the Club and to forward to the registered office of the Society such forms, records, reports as required. The Club Secretary must safely preserve the Club records and documents and generally carry out the various duties commonly pertaining to the office.

8.0 Club Treasurer

8.1 The duties of the Club Treasurer shall be to receive all membership fees and pay these to the registered office of the Society (except those paid direct by Society Members to the registered office of the Society) and other monies, to make all payments for the Club, to prepare financial statements that include a Profit and Loss and a Balance Sheet for review and to present the reviewed financial statements at the Club AGM. The reviewed financial statements must be forwarded to the District Treasurer, or Regional Treasurer if there is not a District Committee, no later than 20 Business Days following the Club AGM and before the District AGM or Regional AGM if there is no District Committee.

9.0 Honoraria and expenses

9.1 Club Committee Members shall:

- a) receive such honoraria as may be set by a majority vote at a Club AGM; and
- b) be entitled to be reimbursed by the Club for any reasonable actual expenses incurred by them in undertaking business on behalf of the Club as approved by the Club Committee in accordance with the Club's policy on reimbursements.